

B1 (Official Form 1) (1/08)

United States Bankruptcy Court District of New Jersey		Voluntary Petition																				
Name of Debtor (if individual, enter Last, First, Middle): U.S. Mortgage Corp.	Name of Joint Debtor (Spouse) (Last, First, Middle):																					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): CU National Mortgage	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																					
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 22-3421135	Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																					
Street Address of Debtor (No. & Street, City, and State): 19D Chapin Road Pine Brook, NJ 07058 <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 07058-0000</div>	Street Address of Joint Debtor (No. & Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>																					
County of Residence or of the Principal Place of Business: Morris	County of Residence or of the Principal Place of Business:																					
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>																					
Location of Principal Assets of Business Debtor (if different from street address above):																						
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																				
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																				
Statistical/Administrative Information																						
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																						
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>													
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Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
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		THIS SPACE IS FOR COURT USE ONLY																				

B1 (Official Form 1) (1/08)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): U.S. Mortgage Corp.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) Date	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
Check all applicable boxes.			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<hr style="width: 20%; margin-left: 0;"/> (Name of landlord that obtained judgment)			
<hr style="width: 20%; margin-left: 0;"/> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)..)			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): U.S. Mortgage Corp.
Signatures		
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney) _____</p> <p>Date _____</p>		<p>Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>Printed Name of Foreign Representative _____</p> <p>Date _____</p>
<p>Signature of Attorney*</p> <p>X /s/ Kenneth A. Rosen Signature of Attorney for Debtor(s) Kenneth A. Rosen (KR 4963) Printed Name of Attorney for Debtor(s) Lowenstein Sandler PC Firm Name 65 Livingston Avenue Roseland, NJ 07068 Address _____</p> <p>973-597-2500 Fax:973-597-2400 Telephone Number _____</p> <p>Date: February 23, 2009</p>		<p>Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.) _____</p> <p>Address X _____ _____</p> <p>Date _____</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual _____</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

**RESOLUTION OF BOARD OF DIRECTORS OF
U.S. MORTGAGE CORP.**

I hereby certify that at a meeting of the Board of Directors of U.S. Mortgage Corp., a corporation formed under the laws of the State of New Jersey, held on the 9th day of February, 2009, the following Resolution was proposed and unanimously adopted by all principals and officers present:

“Resolved, that the officers of the aforementioned Corporation, in view of the financial condition of U.S. Mortgage Corp., a New Jersey corporation, be and are hereby authorized to file a petition pursuant to chapter 11 of the Bankruptcy Code, to retain the services of, including but not limited to, the law firm of Lowenstein Sandler PC, for the purposes of preparing, filing, and prosecuting a petition under chapter 11 of the Bankruptcy Code and to take all steps necessary and related thereto, to retain NachmanHaysBrownstein, Inc. as turnaround and crisis management with Howard B. Brownstein being retained as the Chief Restructuring Officer, and the firm of Gibbons P.C. as special counsel, and that all retainers paid to said firms are hereby approved, and that Andrew Liput, Senior Vice President of the Corporation and any other officer authorized by Andrew Liput are hereby authorized to execute the petition and any other pleadings or documents he and counsel deem necessary in connection with the chapter 11 proceedings of U.S Mortgage Corp.”

In certification hereof, I do set my hand and seal this 17th day of February, 2009.

Jane A. Wallace Ono

Secretary

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re **U.S. Mortgage Corp.**

Debtor(s)

Case No.
Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Fannie Mae 185 Market Street, Suite 2300 Philadelphia, PA 19103	Cheryl Croxton Fannie Mae 185 Market Street Philadelphia, PA 19103	Loan Proceeds	*	99,204,453.28
Suffolk Federal Credit Union 3681 Horseblock Road Medford, NY 11763	William J. O'Brien, President & CEO Suffolk Federal Credit Union 3681 Horseblock Road Medford, NY 11763	Loan Proceeds	*	33,756,848.95
Proponent Federal Credit Union 536 Washington Avenue Nutley, NJ 07110	Debi Van Dorn, VP of Lending Proponent Federal Credit Union 536 Washington Avenue Nutley, NJ 07110	Loan Proceeds	*	21,614,908.80
Picatinny Federal Credit Union 100 Mineral Springs Road Dover, NJ 07801	Bill Darling, Acting CEO Picatinny Federal Credit Union 100 Mineral Springs Road Dover, NJ 07801	Loan Proceeds	*	9,491,133.85
Sperry Associates Federal Credit Union 2400 Jericho Turnpike Garden City, NY 11040	Steven Schmidt, Operations Manager Sperry Associates Federal Credit Union 2400 Jericho Turnpike Garden City, NY 11040	Loan Proceeds	*	9,168,163.42
Treasury Department FCU 1101 2nd Street, NE Washington, DC 20002	Alfred Scipio, President/CEO Treasury Department FCU 1101 2nd Street, NE Washington, DC 20002	Loan Proceeds	*	8,702,587.20
Novartis Federal Credit Union One Health Plaza Building 101/103 Link East Hanover, NJ 07936	Ann South, President & CEO Novartis Federal Credit Union One Health Plaza Building 101/103 Link East Hanover, NJ 07936	Loan Proceeds	*	3,105,334.37
Educational Systems Federal Credit Union 7500 Greenway Center Drive, Suite 1300 Greenbelt, MD 20768	E. Laura Eacho, VP Lending & Collections Educational Systems Federal Credit Union 7500 Greenway Center Drive, Suite 1300 Greenbelt, MD 20768	Loan Proceeds	*	3,095,838.87

* The amounts owed to Fannie Mae and the credit unions listed on this schedule
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Best Case Bankruptcy

are current estimates. The Debtor reserves the right to modify these figures or to assert offsets or other claims, including who is the actual owner of a specific loan.

B4 (Official Form 4) (12/07) - Cont.

In re U.S. Mortgage Corp.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
County Educators Federal Credit Union 16 East Lincoln Avenue Roselle Park, NJ 07204	Glen South County Educators Federal Credit Union 16 East Lincoln Avenue Roselle Park, NJ 07204	Loan Proceeds	*	2,790,155.04
Energy Federal Credit Union 5 Choke Cherry Road, Suite 110 Rockville, MD 20850	Marilyn Davis, LP of Lending Energy Federal Credit Union 5 Choke Cherry Road, Suite 110 Rockville, MD 20850	Loan Proceeds	*	2,648,619.97
Rutgers Federal Credit Union 100 College Avenue New Brunswick, NJ 08901	Marie Hollowka, CEO Rutgers Federal Credit Union 100 College Avenue New Brunswick, NJ 08901	Loan Proceeds	*	2,227,970.29
Piedmont Aviation Credit Union 3810 North Liberty Street Winston Salem, NC 27105	Alan Upchurch Piedmont Aviation Credit Union 3810 North Liberty Street Winston Salem, NC 27105	Loan Proceeds	*	2,149,215.04
Pinnacle Federal Credit Union 135 Raritan Center Parkway Edison, NJ 08837	Harry R. Jacobson, President & CEO Pinnacle Federal Credit Union 135 Raritan Center Parkway Edison, NJ 08837	Loan Proceeds	*	1,756,487.35
Velocity County FCU 2801 PGA Boulevard Palm Beach Gardens, FL 33410	Jeff Marshall, President Velocity County FCU 2801 PGA Boulevard Palm Beach Gardens, FL 33410	Loan Proceeds	*	1,469,266.25
TCT Federal Credit Union 416 Rowland Street Ballston Spa, NY 12020	Curt C. Cecala, General Manager TCT Federal Credit Union 416 Rowland Street Ballston Spa, NY 12020	Loan Proceeds	*	1,029,786.28
Lassen County Federal Credit Union 2505 Riverside Drive Susanville, CA 96130	Dawn Miller, CEO Lassen County Federal Credit Union 2505 Riverside Drive Susanville, CA 96130	Loan Proceeds	*	832,467.69
JM Associates Federal Credit Union 8019 Bayberry Road Jacksonville, FL 32256	James M. Ryan, President JM Associates Federal Credit Union 8019 Bayberry Road Jacksonville, FL 32256	Loan Proceeds	*	502,278.37
Miami Firefighters Federal Credit Union 1111 NW 7th Street Miami, FL 33136	Grant Sheehan, CEO Miami Firefighters Federal Credit Union 1111 NW 7th Street Miami, FL 33136	Loan Proceeds	*	490,000.00
First Florida Credit Union 500 West 1st Street Jacksonville, FL 32202	Mike Davis, VP of Lending First Florida Credit Union 500 West 1st Street Jacksonville, FL 32202		*	447,537.72

B4 (Official Form 4) (12/07) - Cont.

In re U.S. Mortgage Corp.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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Newark Board of Education Employees Credit Union 195 Norman Road Newark, NJ 07106	Jonathan Kaufman, CEO Newark Board of Education Employees Credit Union 195 Norman Road Newark, NJ 07106	Loan Proceeds	*	440,000.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Senior Vice President and General Counsel of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 2/23/09

Signature /s/ Andrew Liput

**Andrew Liput
Senior Vice President and General Counsel**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.